

# City Park West Neighborhood Association Amended Bylaws 2-20-2019

## 1.1 Article I-Name

Section 1: The name of the Registered Neighborhood Organization shall be: *City Park West Neighborhood Association, Inc.* (hereinafter *CPWNA* or *Association*), a corporation formed under the Colorado Nonprofit Corporation Act.

## 1.2 Article II – Corporate Seal

Section 1: The seal of the Corporation shall be inscribed with the name of the Corporation, the year of its incorporation, and the words “Colorado” and “Seal” and shall be in a form approved by the Board of Directors, which may alter the same at pleasure.

## 1.3 Article III – Purposes

Section 1: The purposes of CPWNA are benevolent, civic, patriotic and cultural and on behalf of its members to operate as a voluntary, general purpose, officially recognized neighborhood association of individual residents, owners of real property, those living temporarily or transiently, and/or business persons within that neighborhood of the City and County of Denver, bounded on the East by York Street, on the South by Colfax Avenue, on the West by Downing Street and on the North by East 23<sup>rd</sup> Avenue, to register as a Neighborhood Association with the City and County of Denver to receive notices of proposed actions and decisions on matters affecting the above described neighborhood, and to present the positions of CPWNA and its members at such time(s), and to address collectively issues and interests common to and widely perceived throughout such area.

Section 2: CPWNA is also organized to promote, encourage and foster civic betterment and social welfare activities in the City Park West Neighborhood and surrounding communities consonant with the foregoing purposes; and to solicit, accept, hold, invest, reinvest and administer any gifts, legacies, bequests, contributions, donations and funds; and to use, expend and devote the same to such purposes.

Section 3: None of the funds of CPWNA shall inure to the benefit of any individual, but the Association may pay reasonable compensation for services rendered and articles needed in furtherance of its purposes, as approved by the Board of Directors.

Section 4: None of the activities of CPWNA shall consist of participating and/or intervening in any political campaign and/or election on behalf of and/or in opposition to any candidate for public office, nor may it carry on any activity not permitted to a corporation exempt from taxation under section 501(c)(3) of the Internal Revenue Code of 1954 as amended or a Registered Neighborhood Organization as defined in the Denver Revised Municipal Code, Chapter 12, Article III .

Section 5: In the event of the dissolution and/or liquidation of CPWNA, none of its property nor any proceeds thereof shall be distributed to any of its members of the Board of the Association and/or inure to the benefit of any individual. After all debts and obligations of CPWNA have been paid and/or adequate provisions have been made thereof, all of its remaining property and/or assets shall be distributed to one or more organizations which themselves are then qualified as exempt from taxation under Section 501 (c)(3) of the

Internal Revenue Code of 1954 as amended, and to which contributions are deductible under the Internal Revenue Code of 1954, as amended.

**1.4 Article IV – Offices**

Section 1: CPWNA shall maintain a single physical address for official correspondence.

**1.5 Article V – Board of Directors**

Section 1: The term “Member” in this article is a member of the Board unless otherwise specified.

Section 2: The affairs of CPWNA shall be managed by its Board, except as otherwise provided in these Bylaws.

Section 3: All Board members shall be members of CPWNA in good standing. The number of the members constituting the initial Board of Directors is no less than 5 members, all of whom shall be residents of, real property owners in, and/or business persons in CPWNA’s neighborhood. If a non officer board member’s resident status changes, the Board member may continue in his or her position until the end of the present term. This board member may seek additional terms as long as the terms run continuously. Association Officers are members of the Board of Directors. Association Officers must be residents of, real property owners in, and/or business persons in CPWNA’s neighborhood.

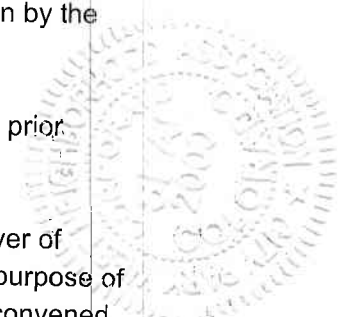
Section 4: The members constituting the initial Board shall be those persons specified in the Articles of Incorporation and they shall serve until their successors shall have been elected and qualified for a term of office of (2) two years which will be a staggered term elected as provided herein. The members constituting the initial Board shall be those persons specified in the Article of Incorporation and they shall serve until the first nine member Board has been elected as provided herein.

Section 5: Meetings of the Board may be called by the request of the President or any four members of the Board of Directors. All such meetings shall be held in the City and County of Denver, in the Association’s neighborhood, unless otherwise voted upon by the Board.

Section 6: Notice of all meetings of the Board shall be given at least five days prior thereto by written, telephone, or email means to each member of the Board.

Section 7: The attendance of a member at any meeting shall constitute a waiver of formal notice thereof, except where a member attends a meeting for the express purpose of objecting to the holding of the meeting because it has not been lawfully called or convened.

Section 8: Except as provided in Article XII, neither the purpose of the meeting nor the specific business to be transacted as the meeting need be specified in the notice thereof.



Section 9: A majority of the members of the Board shall constitute a quorum for the transaction of business at any meeting, provided, however, that if less than a majority are present, a majority of those present may adjourn the meeting from time to time without further notice.

Section 10: The acts of a majority of the Board members of the Board present at a meeting at which a quorum is present shall be the acts of the Board.

Section 11: Any vacancy occurring in the Board may be filled by the vote of a majority of the remaining Board members.

Section 12: A special election is required no sooner than thirty (30) days and no more than ninety (90) days after a vacancy occurs for an officer of the Board of Directors. Officers are described within Article VIII.

Section 12: Members of the Board shall not receive any compensation for their services as such.

Section 13: The Board may appoint committees to carry out specific functions.

Section 14: The President shall with the consent of the Board, appoint a nominating committee at least thirty days prior to the date of each annual meeting.

Section 15: All meetings of the Board shall be open to all members of CPWNA in good standing, but no notice of such meetings need be given to anyone other than the members of the Board.

Section 16: The Board of Directors shall ratify after the fact any decisions made by the officers and association members. Minutes will be approved at each board meeting for the prior month's meeting. Meeting minutes may not be posted electronically or in paper prior to approval by the board.

Section 17: Associate members can be appointed to the Board of Directors by a simple majority vote of the board to be advisors and do not necessarily have to live in the neighborhood, and can participate at association meetings and committees. Associate members can participate in committees but without having voting power.

#### **1.6 Article VI – Elections**

Section 1: Not later than 30 days prior to the annual meeting of the members of the CPWNA, the members shall nominate a number of individuals for election that is not less than the number of directors whose terms are due to expire, plus the number of vacancies among the Board of Directors that have not previously been filled should there be such.

Section 2: At any time that is not later than 15 days prior to the annual meeting of the members of CPWNA, additional individuals may be nominated for election to the Board by

means of a written instrument of nomination signed by no less than 25 percent of the members of the Board of Directors of CPWNA and delivered to the President, unless this time frame is waived by the Board.

Section 3: The names of individuals thus nominated shall be stated in the notice of the annual meeting of the members of CPWNA. At the annual meeting of CPWNA, the members shall elect the number of the individuals thus nominated necessary to fill the positions of those Directors whose terms are due to expire and any vacancies that have not previously been filled, then the individuals receiving the greater number of votes shall be elected. Nominations for the Board shall specify length of service.

Section 4: Directors elected shall be elected for a term of (2) two years and shall hold office until the annual meeting of CPWNA members occurring at the expiration of their terms and until their successors have been elected and qualified. The initial directors elected, four shall hold office for a term of one year, for the four officers to the Association. The remaining three shall hold office for a term of three years, as initial members of the Board of Directors.

#### A. Annual Meeting

1. The annual meeting of the Board of Directors shall be held immediately following and in the same place as the annual meeting of CPWNA members in each calendar year, or on such other date and at such time and at such place as the President may determine. Written notice stating the place, day, and hour of the meeting shall be given or mailed to each member of the Board of Directors at least ten days prior to the date fixed for the annual meeting. At the annual meeting directors will conduct business of the Association regarding planning and goal setting.

#### B. Board of Directors Meetings

1. Board of Directors meetings shall be held on a regular basis on the 3rd Wednesday of each month. Written notice stating the place, day and hour of every regular meeting shall be given to each member of the Board of Directors either by mailing such notice at least three days before, or by an oral, written or email communication delivered at least two days before, the date fixed for the meeting. The notice of any regular meeting need not specify the business to be transacted at any regular meeting of the Board of Directors.

#### C. General Meetings

1. General meetings of the membership shall be held on a regular basis on the 3rd Wednesday of each month. Notice stating the place, day and hour of every general meeting will be provided to the City Park West neighborhood through the CPWNA Website or through CPWNA managed social media sites. The notice of any general meeting need not specify the business to be transacted at any regular meeting of the Board of Directors.

#### D. Special Meetings

1. Special meetings of the Board of Directors may be called at any time by the President or by any two members of the Board of Directors. Special meetings shall be held at such time and place as may be designated by those calling such a meeting. Notice stating the place, day and hour of every special meeting shall be given to each member of the

Board of Directors either by mailing such notice at least five days before, or by an oral or written communication delivered at least two days before, the date fixed for the meeting. The notice of such special meeting shall specify the business to be transacted at and the purpose of any special meeting of the board of directors.

E. Special Elections

1. Special election of the Board of Directors may be called at any time by the President or by a simple majority vote of the Board of Directors. Special elections shall be scheduled for the same time and place of the regularly scheduled general meeting. Notice stating the place, day and hour of every special election shall be given to each member of the Board of Directors either by mailing such notice at least five days before, or by an oral, written or email communication delivered at least two days before, the date fixed for the meeting. Notice of all special elections will be posted thirty (30) days in advance in public places within CPWNA's neighborhood, CPWNA website and other social media managed by the CPWNA or CPWNA Website as permitted and prescribed by law. The notice of such special election shall specify the business to be transacted at and the purpose of any special election of the Board of Directors.

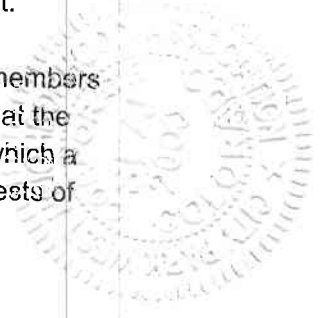
F. Removal

- 1. Any member of the Board of Directors of CPWNA can make a motion to remove a member from the board. The motion and 2nd must be presented in writing to the board and a special meeting scheduled for 30 days after the written communication is provided to each member of the board.
  - i. The notification must be provided to all board members within 2 days of the motion and 2nd being made. The notification must include the date, time and location at which the board will vote on the matter.
  - ii. Board members not able to attend the meeting, may vote by proxy delivered to the Board prior to the meeting.
  - iii. If any of the above procedural requirements are not met, the board shall not move forward with the process of removing a member until such time as the requirements are met.
- 2. Any member of the Board of Directors of CPWNA may be removed by the members of CPWNA or by the affirmative vote of two-thirds of the Board of Directors present at the meeting (which includes all proxy ballots from members not physically present) at which a quorum is met whenever in their judgment such removal would serve the best interests of CPWNA as defined in Article VI – Section 4:F:1 for details on removal protocol.

G. Vacancies

1. A director elected to fill a vacancy shall be elected for the unexpired term of such person's predecessor in office and until such person's successor is duly elected and shall have qualified. Any position on the Board of Directors to be filled by reason of an increase in the number of directors shall be filled by the members of CPWNA as soon as practicable after the time such increase is authorized.

1.7 Article VII – Conflict of Interest



Section 1: If there is a conflict of interest for an officer or Board Member on a financial or policy issue, the officer or Board Member will abstain from voting on that issue.

**1.8 Article VIII – Officers**

Section 1: The officers of the Association shall be a President, a Vice President, a Treasurer, a Secretary and other such officers as may be elected in accordance with this Article. All officers shall be members in good standing of CPWNA. All officers will be elected by the CPWNA members.

**A. President**

- 1. The President shall preside at the Board Meetings and General Meetings.
- 2. The President shall represent CPWNA at all "official functions" and meetings, or will be responsible for appointing another member to act in his or her behalf.
- 3. The President shall be an authorized signor on the checking account for the CPWNA.
- 4. The President shall be the principal executive officer of the Association and implement and supervise all of its affairs, subject, however, to control of the Board.

**B. Vice-President**

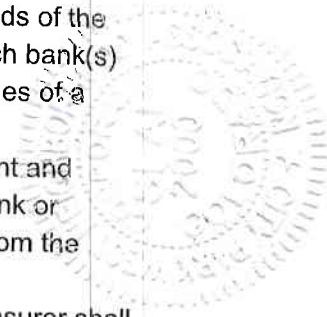
- 1. The Vice-President will assume functions and duties assigned to the President in the event of his or her absence.
- 2. The Vice-President shall be an authorized signor on the checking account for the CPWNA.
- 3. The Vice President shall be assigned by the President oversight of Association sub-committees.

**C. Treasurer**

- 1. The Treasurer shall have charge of all financial records of all financial transactions and standings at all Board Meetings and General Meetings.
- 2. The Treasurer shall have charge and custody of and be responsible for the funds of the Association and receive and deposit all such funds in the name of CPWNA in such bank(s) as shall be selected by the Treasurer and in general shall perform the normal duties of a Treasurer.
- 3. The Treasurer shall ensure that the signature card for bank accounts are current and provide authorization for the President and Vice - President to sign checks. All bank or financial accounts must require at minimum two (2) signatures to remove funds from the account (by check or cash).
- 4. The Treasurer shall provide monthly reports to the Board of Directors. The Treasurer shall provide an annual report to the Board of Directors at the Annual Meeting.

**D. Secretary**

- 1. The Secretary shall have charge of the documents and papers belonging to the CPWNA.
- 2. The Secretary will keep records of all proceedings at Board Meetings and General Meetings.
- 3. The Secretary shall keep the minutes of the meetings of the members and the Board in one or more books provided by law, be the custodian of the records of the Association and in general performs all the normal duties of a Secretary.



4. The Secretary shall ensure that minutes once approved by the Board of Directors are posted on the CPWNA website or are available if requested.

Section 2: The officers of the Association shall be elected every two years by the CPWNA membership entitled to vote at the annual December meeting of the membership. Officers shall take office after election at the January Membership Meeting.

Section 3: Any officer of the Association may be removed by recommendations by the Board whenever, in its judgment, the best interests of CPWNA would be served thereby, a vote of a 2/3 vote of the members of the Association as defined in Article VI – Section 4:F:1.2

#### **Article IX- Members**

Section 1: The term "Member" used in this article is member of the Association unless otherwise specified.

Section 2: Every resident, owner of real property and/or business person within CPWNA's neighborhood as defined in Article III, may become a member the Association. No resident, owner of real property and/or business person may have more than one membership, but each person residing in a dwelling unit such as condominium unit or rental apartment may become a member of CPWNA by payment of the annual membership dues as provided herein.

Section 3: The annual dues of each member shall be as determined by the Board from time to time. Any member in default shall be suspended from the privilege of voting at all meetings of the membership, although all general meetings of the Association shall be open to the public and anyone present at such meetings may participate therein except for the purpose of the above-described restriction limiting voting to members whose dues have been paid in full for the current year.

Section 4: The dues and other contributions collected by the Association shall be used exclusively for the purposes of CPWNA set forth in Article III.

Section 5: The annual meeting of the members shall be held in December of each year at a place within the CPWNA's neighborhood selected by the Board. Such meetings shall be open to the entire membership and the general public.

Section 6: In addition, special meetings of the members, which shall be open to the public, may be held from time to time at the call of the President or the Board or any four members of the Board.

Section 7: Notice of all meetings of the members shall be posted in advance in public places within CPWNA's neighborhood or CPWNA Website as permitted and prescribed by law.

Section 8: Each member is entitled to vote in person, or by proxy executed in writing by the member, or his/her duly authorized attorney in fact. Members may vote by mail for the election of members of the Board.

Section 9: Cumulative voting shall not be allowed and each member entitled to vote shall have one vote on all matters.

Section 10: A quorum shall consist of no less than seven members for any matter to be voted upon and a majority of the votes cast on such matter(s) for any matter voted upon at a meeting at which a quorum is present shall be necessary for the adoption thereof.

Section 11: If a quorum shall not be present and/or represented at any meeting entitled to vote thereat, the President shall adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum be present and/or represented.

A. Removal

1. An officer may be removed by the members whenever in its judgment such removal will service in the best interests of CPWNA as referred to in Article VI, Section 4:F.

B. Vacancies

1. A vacancy in any office because of the death, resignation, removal, disqualification, or otherwise, of an officer elected or appointed by the Board of Directors may be filled by the Board of Directors for the unexpired portion of the term with approval of a 2/3 vote of the membership.

**3 Article X-Books and Records**

Section 1: The books and records of CPWNA shall be available during reasonable business hours for inspection by any member in good standing.

**4 Article XI-Fiscal Year**

Section 1: The fiscal year of CPWNA shall begin on 1 January and end on 31 December each year.

**5. Article XII-Amendments of the Bylaws**

Section 1: These bylaws may be amended by a vote of 51% of the Board members present (quorum as defined in Article V) at any regular or special meeting of the Board at which two thirds of the members of the Board are present, and/or at any meeting of CPWNA membership, provided that written notice of the proposed amendment(s) shall have been given at least ten days prior to the meeting.

The above bylaws were approved and adopted by the Board of Directors of City Park West Neighborhood Association on the 20 day of Feb 2019. <sup>Joella</sup> ~~Untrecht~~, President City Park West Neighborhood Association

 Tanna Goodwin

